

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT							
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 3-29D-36 BTR							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT CEDAR RIM							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164							
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 1420H626199			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee') UDWR						14. SURFACE OWNER PHONE (if box 12 = 'fee')							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1594 W North Temple, Suite 2110, Salt Lake City, UT 84114						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		537 FNL 1700 FWL		NENW		29		3.0 S		6.0 W		U	
Top of Uppermost Producing Zone		811 FNL 1981 FWL		NENW		29		3.0 S		6.0 W		U	
At Total Depth		810 FNL 1980 FWL		NENW		29		3.0 S		6.0 W		U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 810			23. NUMBER OF ACRES IN DRILLING UNIT 640							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1760			26. PROPOSED DEPTH MD: 9339 TVD: 9315							
27. ELEVATION - GROUND LEVEL 6322			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
COND	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0		
SURF	12.25	9.625	0 - 3000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		450	3.16	11.0		
							Halliburton Premium , Type Unknown		210	1.36	14.8		
PROD	8.75	9.625	0 - 9339	17.0	P-110 LT&C	9.6	Unknown		660	2.31	11.0		
							Unknown		760	1.42	13.5		
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Venessa Langmacher				TITLE Senior Permit Analyst				PHONE 303 312-8172					
SIGNATURE				DATE 08/23/2012				EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013516650000				APPROVAL Permit Manager									

BILL BARRETT CORPORATION

DRILLING PLAN

3-29D-36 BTR

NE NW, 537' FNL and 1700' FWL, Section 29, T3S-R6W, USB&M (surface hole)

NE NW, 810' FNL and 1980' FWL, Section 29, T3S-R6W, USB&M (bottom hole)

Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Lower Green River*	5,466'	5,450'
Douglas Creek	6,312'	6,290'
Black Shale	7,018'	6,995'
Castle Peak	7,168'	7,145'
Uteland Butte	7,503'	7,480'
Wasatch*	7,973'	7,950'
TD	9,339'	9,315'

*PROSPECTIVE PAY

The Wasatch and the Lower Green River are primary objectives for oil/gas.

Base of Useable Water = 835'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 3,000'	No pressure control required
3,000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	3,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation
 Drilling Program
 3-29D-36 BTR
 Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 450 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 2,500'
5 1/2" Production Casing	Lead: 660 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 2,500' Tail: 760 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 6,518'

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> <u>(API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,000' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4650 psi* and maximum anticipated surface pressure equals approximately 2600 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

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Drilling Program
3-29D-36 BTR
Duchesne County, Utah

9. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
 - b) Inside BOP or stab-in valve (available on rig floor)
 - c) Safety valve(s) and subs to fit all string connections in use
- Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W water right number 43-180.

11. Drilling Schedule

Location Construction:	June 2013
Spud:	June 2013
Duration:	15 days drilling time
	45 days completion time

T3S, R6W, U.S.B.&M.**BILL BARRETT CORPORATION**

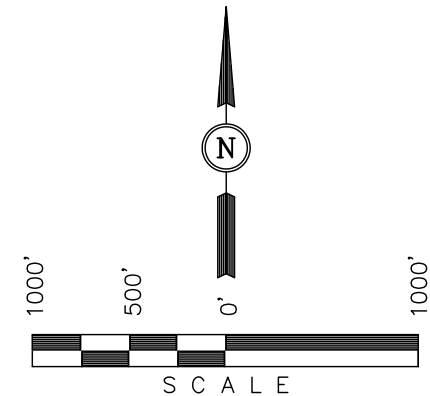
Well location, #3-29D-36 BTR, located as shown in the NE 1/4 NW 1/4 of Section 29, T3S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION LOCATED IN THE NW 1/4 OF SECTION 36, T3S, R6W, U.S.B.&M. TAKEN FROM THE RABBIT GULCH QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5904 FEET.

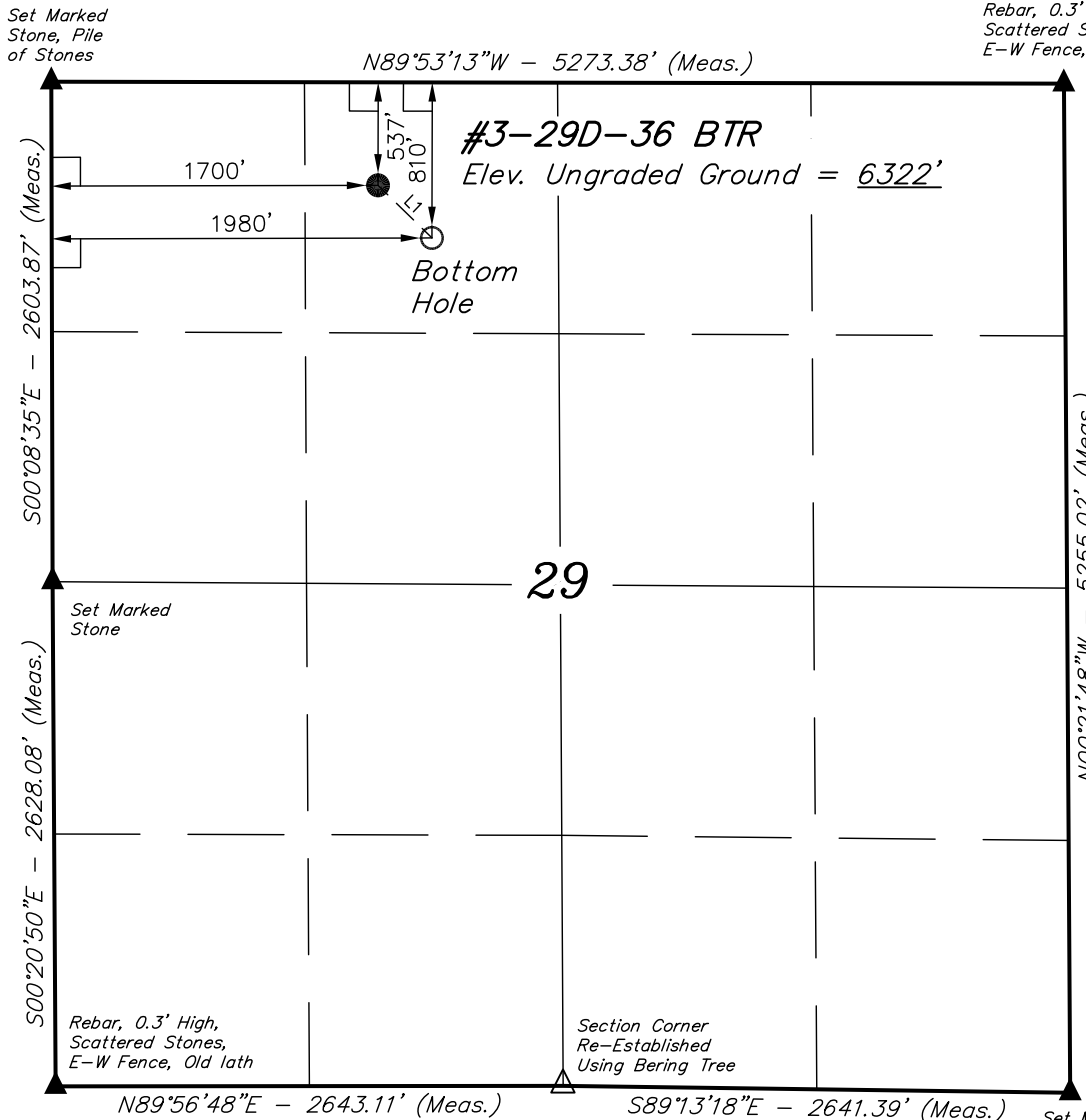
BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

**CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
04-09-12

**LEGEND:**

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground.)

LINE TABLE

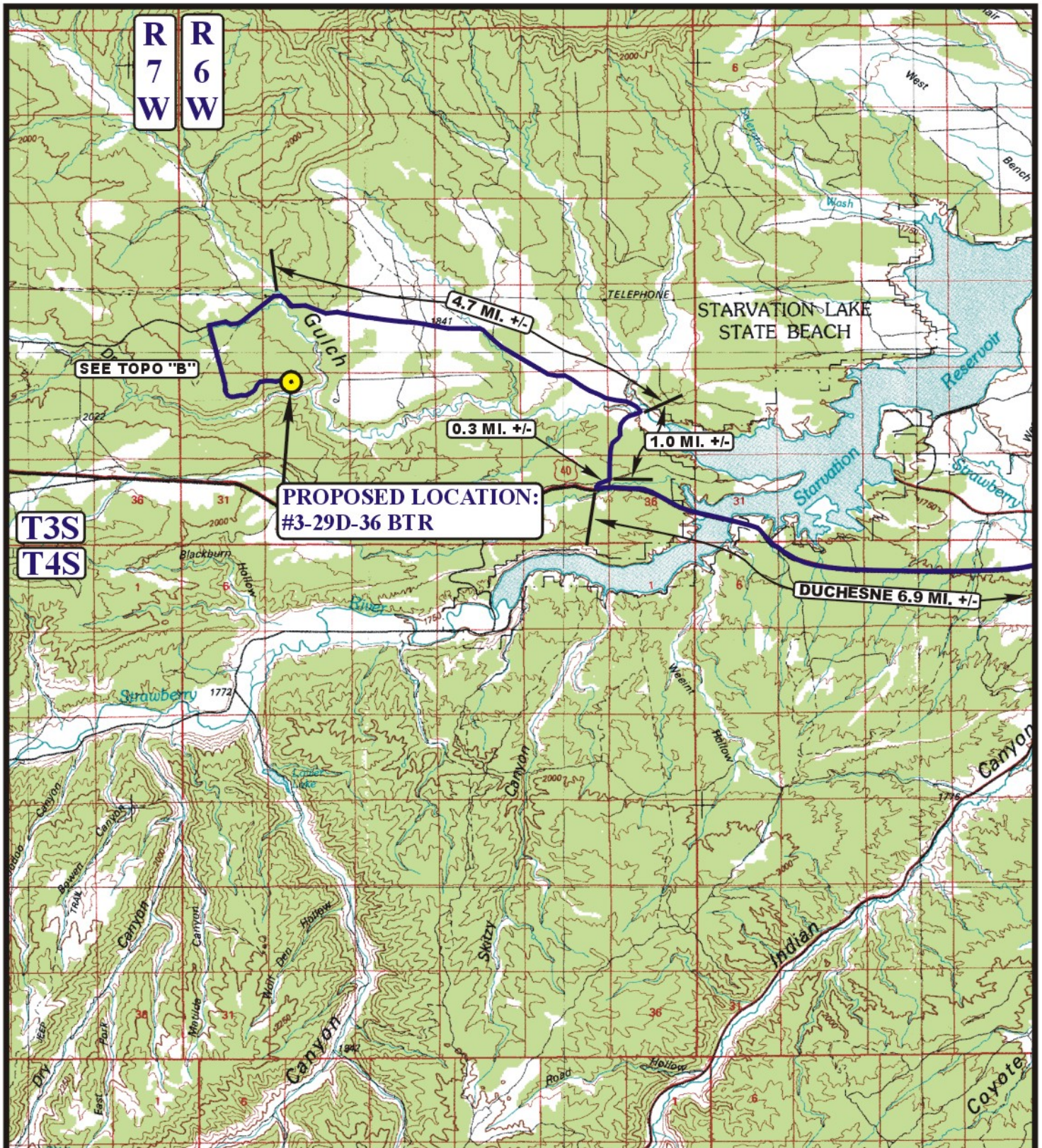
LINE	DIRECTION	LENGTH
L1	S45°42'33"E	392.41'

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°11'44.77" (40.195769)	LATITUDE = 40°11'47.48" (40.196522)
LONGITUDE = 110°35'22.14" (110.589483)	LONGITUDE = 110°35'25.77" (110.590492)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°11'44.93" (40.195814)	LATITUDE = 40°11'47.64" (40.196567)
LONGITUDE = 110°35'19.58" (110.588772)	LONGITUDE = 110°35'23.20" (110.589778)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 03-29-12	DATE DRAWN: 04-04-12
PARTY G.M. T.B. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	

RECEIVED: August 23, 2012



LEGEND:

PROPOSED LOCATION

BILL BARRETT CORPORATION

#3-29D-36 BTR
SECTION 29, T3S, R6W, U.S.B.&M.
537' FNL 1700' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

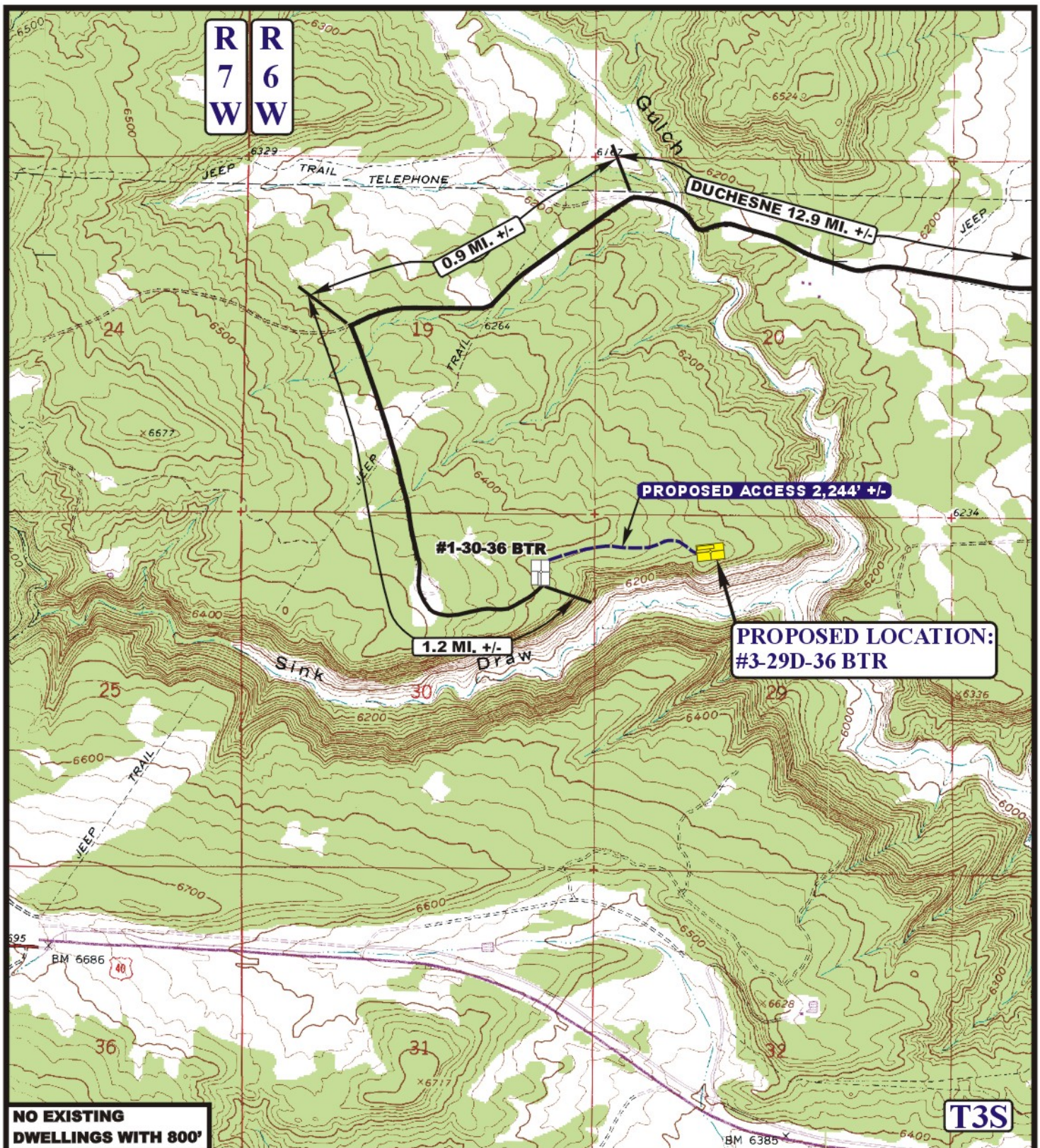


ACCESS ROAD
M A P

04 05 12
MONTH DAY YEAR

SCALE: 1:100,000 **DRAWN BY: C.I.** **REVISED: 00-00-00**





NO EXISTING DWELLINGS WITH 800'

T3S

LEGEND:

----- PROPOSED ACCESS ROAD
 _____ EXISTING ROAD

BILL BARRETT CORPORATION

#3-29D-36 BTR

SECTION 29, T3S, R6W, U.S.B.&M.

537' FNL 1700' FWL



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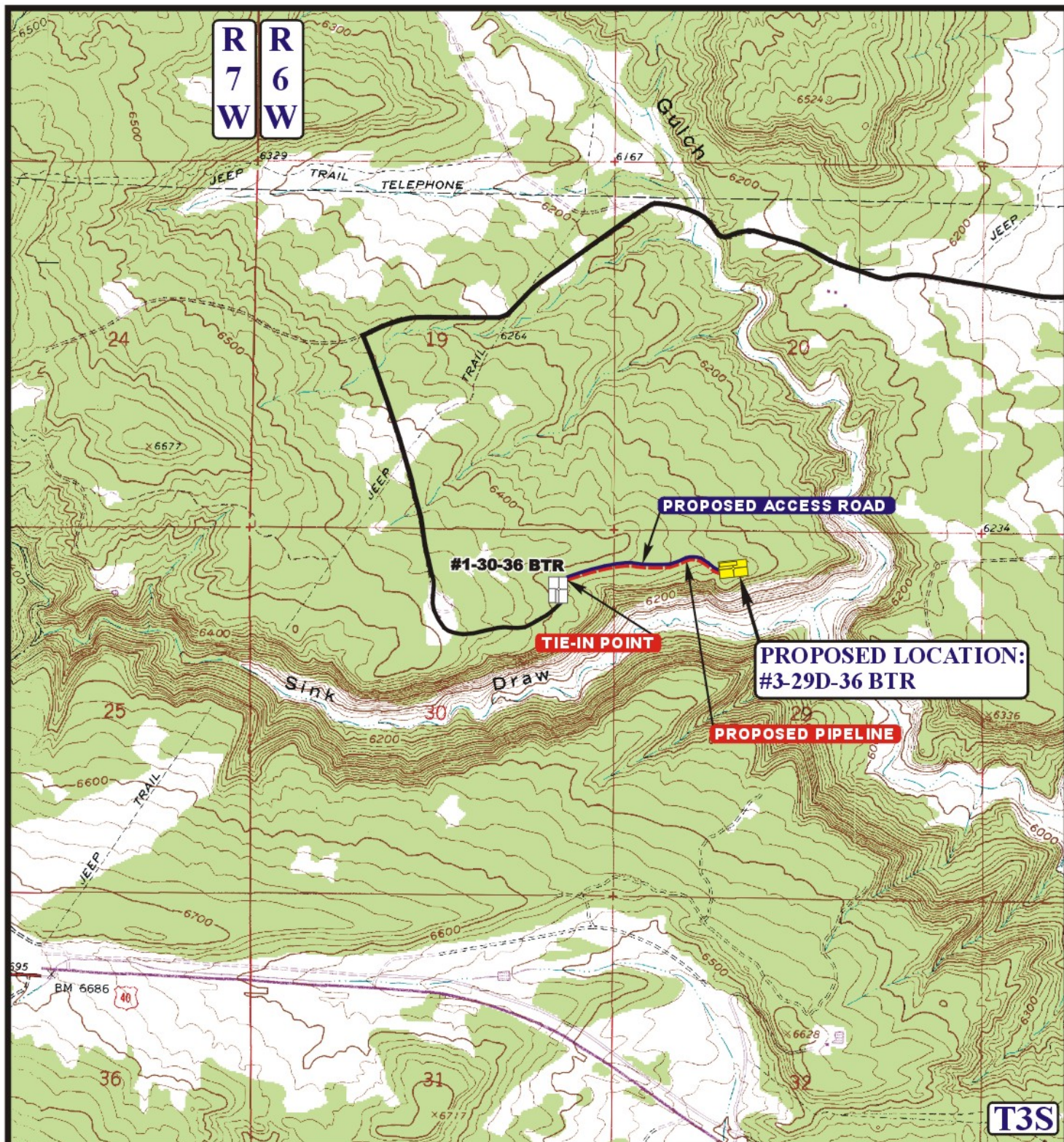


**ACCESS ROAD
 M A P**

04 05 12
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 07-31-12

**B
 TOPO**



APPROXIMATE TOTAL PIPELINE DISTANCE = 2,245' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- - - - - EXISTING PIPELINE
- - - - - PROPOSED PIPELINE



BILL BARRETT CORPORATION

#3-29D-36 BTR
SECTION 29, T3S, R6W, U.S.B.&M.
537' FNL 1700' FWL



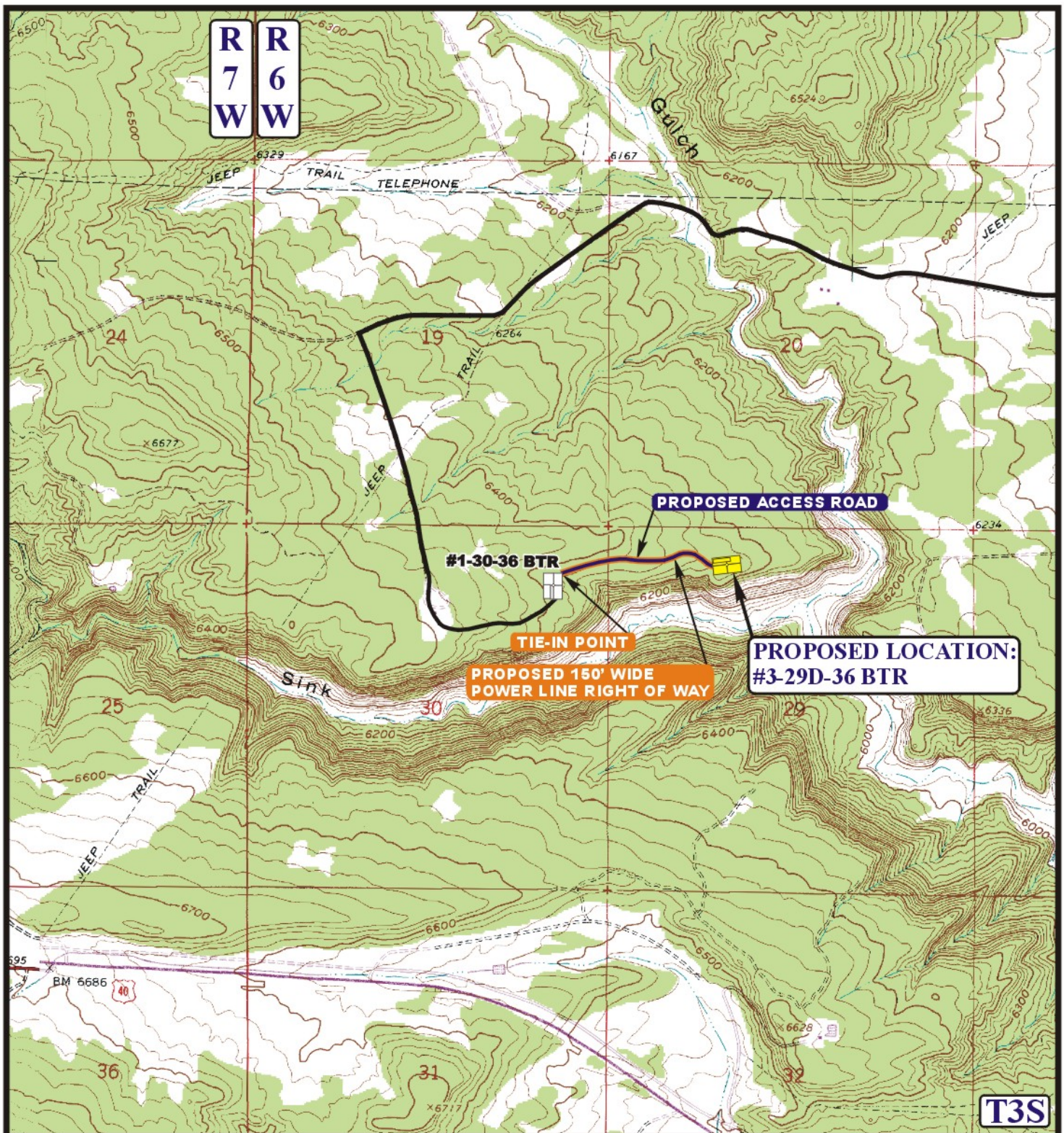
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

04 05 12
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 07-31-12





APPROXIMATE TOTAL POWERLINE DISTANCE = 2,244' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - - - EXISTING POWER LINE



BILL BARRETT CORPORATION

#3-29D-36 BTR
SECTION 29, T3S, R6W, U.S.B.&M.
537' FNL 1700' FWL



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TOPOGRAPHIC
MAP

04 05 12
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 07-31-12

D
TOPO



Bill Barrett Corporation

SITE DETAILS: 3-29D-36 BTR
Lake CanyonSite Latitude: 40° 11' 47.641 N
Site Longitude: 110° 35' 23.201 W**COMPANY DETAILS: BILL BARRETT CORP**

Calculation Method: Minimum Curvature
 Error System: ISCWSA
 Scan Method: Closest Approach 3D
 Error Surface: Elliptical Conic
 Warning Method: Error Ratio

Positional Uncertainty: 0.0
 Convergence: 0.58
 Local North: True

WELL DETAILS: 3-29D-36 BTR

Ground Level: 6320.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	679939.13	2254259.46	40° 11' 47.641 N	110° 35' 23.201 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
3-29D-36 3PT MKR	6680.0	-274.3	281.0	40° 11' 44.930 N	110° 35' 19.579 W	Rectangle (Sides: L200.0 W200.0)
3-29D-36 PBHL	9315.0	-274.3	281.0	40° 11' 44.930 N	110° 35' 19.579 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

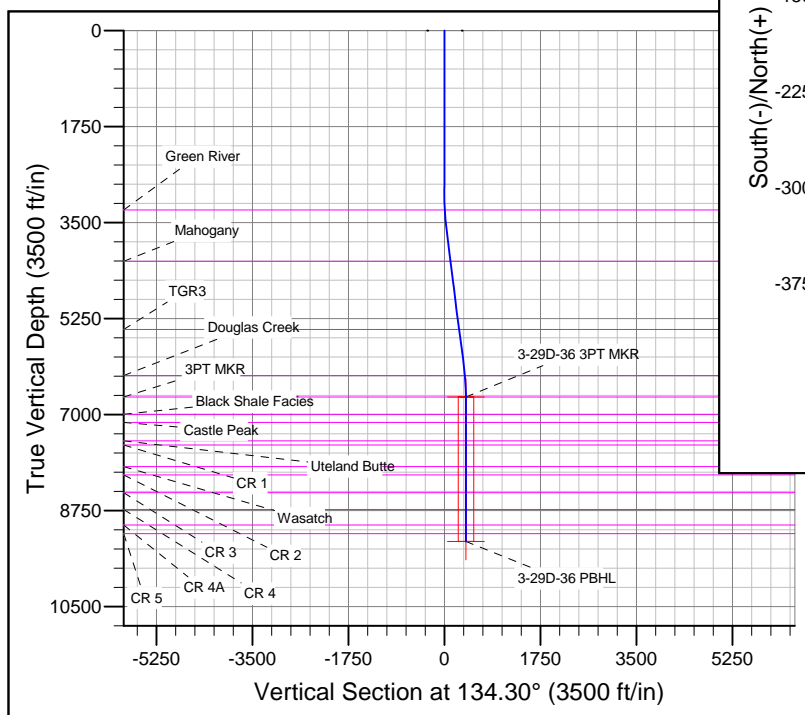
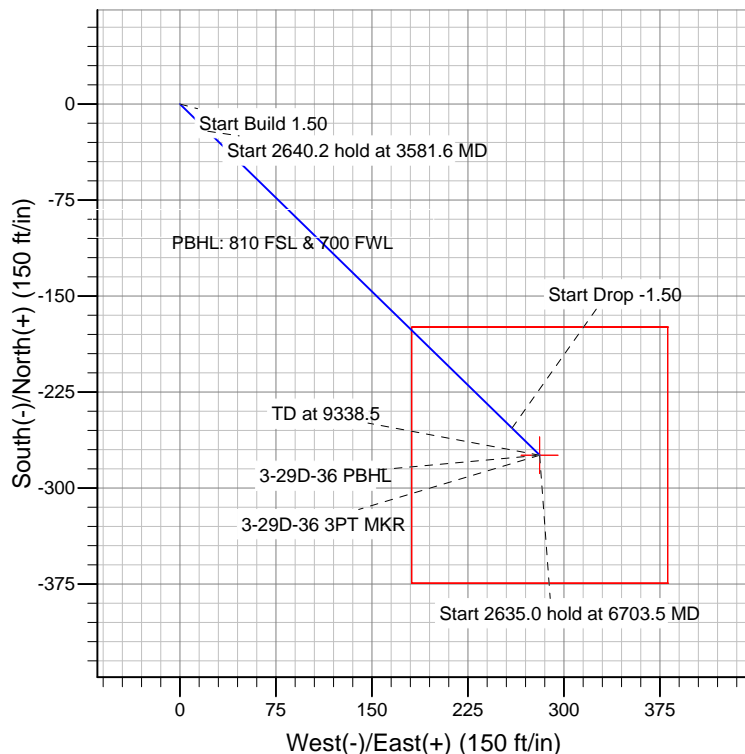
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	3100.0	0.00	0.00	3100.0	0.0	0.0	0.00	0.00	0.0	
3	3581.6	7.22	134.30	3580.4	-21.2	21.7	1.50	134.30	30.3	
4	6221.9	7.22	134.30	6199.6	-253.1	259.3	0.00	0.00	362.4	
5	6703.5	0.00	0.00	6680.0	-274.3	281.0	1.50	180.00	392.7	3-29D-36 3PT MKR
6	9338.5	0.00	0.00	9315.0	-274.3	281.0	0.00	0.00	392.7	3-29D-36 PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3270.0	3270.1	Green River
4210.0	4216.3	Mahogany
5450.0	5466.2	TGR3
6290.0	6312.8	Douglas Creek
6680.0	6703.5	3PT MKR
6995.0	7018.5	Black Shale Facies
7145.0	7168.5	Castle Peak
7480.0	7503.5	Uteland Butte
7555.0	7578.5	CR 1
7950.0	7973.5	Wasatch
8100.0	8123.5	CR 2
8425.0	8448.5	CR 3
8730.0	8753.5	CR 4
9015.0	9038.5	CR 4A
9170.0	9193.5	CR 5

CASING DETAILS

No casing data is available

Azimuths to True North
Magnetic North: 11.40°

Magnetic Field
 Strength: 52153.5snT
 Dip Angle: 65.79°
 Date: 8/21/2012
 Model: IGRF2010

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 3-29D-36 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6335.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6335.0ft (Original Well Elev)
Site:	3-29D-36 BTR	North Reference:	True
Well:	3-29D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-29D-36 BTR		
Design:	Design #1		

Project	DUCHESNE COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site	3-29D-36 BTR				
Site Position:		Northing:	679,939.14 ft	Latitude:	40° 11' 47.641 N
From:	Lat/Long	Easting:	2,254,259.46 ft	Longitude:	110° 35' 23.201 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.58 °

Well	3-29D-36 BTR					
Well Position	+N/-S	0.0 ft	Northing:	679,939.13 ft	Latitude:	40° 11' 47.641 N
	+E/-W	0.0 ft	Easting:	2,254,259.46 ft	Longitude:	110° 35' 23.201 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	6,320.0 ft

Wellbore	3-29D-36 BTR				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	8/21/2012	11.40	65.79	52,153

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	134.30

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.00	0.00	0.00	0.00	
3,581.6	7.22	134.30	3,580.4	-21.2	21.7	1.50	1.50	0.00	134.30	
6,221.9	7.22	134.30	6,199.6	-253.1	259.3	0.00	0.00	0.00	0.00	
6,703.5	0.00	0.00	6,680.0	-274.3	281.0	1.50	-1.50	0.00	180.00	3-29D-36 3PT MKR
9,338.5	0.00	0.00	9,315.0	-274.3	281.0	0.00	0.00	0.00	0.00	3-29D-36 PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 3-29D-36 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6335.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6335.0ft (Original Well Elev)
Site:	3-29D-36 BTR	North Reference:	True
Well:	3-29D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-29D-36 BTR		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	1.50	134.30	3,200.0	-0.9	0.9	1.3	1.50	1.50	0.00
3,270.1	2.55	134.30	3,270.0	-2.6	2.7	3.8	1.50	1.50	0.00
Green River									
3,300.0	3.00	134.30	3,299.9	-3.7	3.7	5.2	1.50	1.50	0.00
3,400.0	4.50	134.30	3,399.7	-8.2	8.4	11.8	1.50	1.50	0.00
3,500.0	6.00	134.30	3,499.3	-14.6	15.0	20.9	1.50	1.50	0.00
3,581.6	7.22	134.30	3,580.4	-21.2	21.7	30.3	1.50	1.50	0.00
3,600.0	7.22	134.30	3,598.6	-22.8	23.4	32.6	0.00	0.00	0.00
3,700.0	7.22	134.30	3,697.8	-31.6	32.4	45.2	0.00	0.00	0.00
3,800.0	7.22	134.30	3,797.0	-40.4	41.4	57.8	0.00	0.00	0.00
3,900.0	7.22	134.30	3,896.2	-49.1	50.4	70.4	0.00	0.00	0.00
4,000.0	7.22	134.30	3,995.4	-57.9	59.4	82.9	0.00	0.00	0.00
4,100.0	7.22	134.30	4,094.6	-66.7	68.4	95.5	0.00	0.00	0.00
4,200.0	7.22	134.30	4,193.8	-75.5	77.4	108.1	0.00	0.00	0.00
4,216.3	7.22	134.30	4,210.0	-76.9	78.8	110.1	0.00	0.00	0.00
Mahogany									
4,300.0	7.22	134.30	4,293.0	-84.3	86.4	120.7	0.00	0.00	0.00
4,400.0	7.22	134.30	4,392.2	-93.1	95.4	133.2	0.00	0.00	0.00
4,500.0	7.22	134.30	4,491.4	-101.9	104.4	145.8	0.00	0.00	0.00
4,600.0	7.22	134.30	4,590.6	-110.6	113.4	158.4	0.00	0.00	0.00
4,700.0	7.22	134.30	4,689.8	-119.4	122.4	171.0	0.00	0.00	0.00
4,800.0	7.22	134.30	4,789.1	-128.2	131.4	183.5	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 3-29D-36 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6335.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6335.0ft (Original Well Elev)
Site:	3-29D-36 BTR	North Reference:	True
Well:	3-29D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-29D-36 BTR		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,900.0	7.22	134.30	4,888.3	-137.0	140.4	196.1	0.00	0.00	0.00
5,000.0	7.22	134.30	4,987.5	-145.8	149.4	208.7	0.00	0.00	0.00
5,100.0	7.22	134.30	5,086.7	-154.6	158.4	221.3	0.00	0.00	0.00
5,200.0	7.22	134.30	5,185.9	-163.3	167.4	233.9	0.00	0.00	0.00
5,300.0	7.22	134.30	5,285.1	-172.1	176.4	246.4	0.00	0.00	0.00
5,400.0	7.22	134.30	5,384.3	-180.9	185.4	259.0	0.00	0.00	0.00
5,466.2	7.22	134.30	5,450.0	-186.7	191.3	267.3	0.00	0.00	0.00
TGR3									
5,500.0	7.22	134.30	5,483.5	-189.7	194.4	271.6	0.00	0.00	0.00
5,600.0	7.22	134.30	5,582.7	-198.5	203.4	284.2	0.00	0.00	0.00
5,700.0	7.22	134.30	5,681.9	-207.3	212.4	296.7	0.00	0.00	0.00
5,800.0	7.22	134.30	5,781.1	-216.0	221.4	309.3	0.00	0.00	0.00
5,900.0	7.22	134.30	5,880.3	-224.8	230.4	321.9	0.00	0.00	0.00
6,000.0	7.22	134.30	5,979.5	-233.6	239.4	334.5	0.00	0.00	0.00
6,100.0	7.22	134.30	6,078.7	-242.4	248.4	347.0	0.00	0.00	0.00
6,200.0	7.22	134.30	6,177.9	-251.2	257.4	359.6	0.00	0.00	0.00
6,221.9	7.22	134.30	6,199.6	-253.1	259.3	362.4	0.00	0.00	0.00
6,300.0	6.05	134.30	6,277.2	-259.4	265.8	371.4	1.50	-1.50	0.00
6,312.8	5.86	134.30	6,290.0	-260.3	266.7	372.7	1.50	-1.50	0.00
Douglas Creek									
6,400.0	4.55	134.30	6,376.8	-265.9	272.4	380.6	1.50	-1.50	0.00
6,500.0	3.05	134.30	6,476.6	-270.5	277.1	387.3	1.50	-1.50	0.00
6,600.0	1.55	134.30	6,576.5	-273.3	280.0	391.3	1.50	-1.50	0.00
6,700.0	0.05	134.30	6,676.5	-274.3	281.0	392.7	1.50	-1.50	0.00
6,703.5	0.00	0.00	6,680.0	-274.3	281.0	392.7	1.50	-1.50	0.00
3PT MKR - 3-29D-36 3PT MKR									
6,800.0	0.00	0.00	6,776.5	-274.3	281.0	392.7	0.00	0.00	0.00
6,900.0	0.00	0.00	6,876.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,000.0	0.00	0.00	6,976.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,018.5	0.00	0.00	6,995.0	-274.3	281.0	392.7	0.00	0.00	0.00
Black Shale Facies									
7,100.0	0.00	0.00	7,076.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,168.5	0.00	0.00	7,145.0	-274.3	281.0	392.7	0.00	0.00	0.00
Castle Peak									
7,200.0	0.00	0.00	7,176.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,300.0	0.00	0.00	7,276.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,400.0	0.00	0.00	7,376.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,500.0	0.00	0.00	7,476.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,503.5	0.00	0.00	7,480.0	-274.3	281.0	392.7	0.00	0.00	0.00
Uteland Butte									
7,578.5	0.00	0.00	7,555.0	-274.3	281.0	392.7	0.00	0.00	0.00
CR 1									
7,600.0	0.00	0.00	7,576.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,700.0	0.00	0.00	7,676.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,800.0	0.00	0.00	7,776.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,900.0	0.00	0.00	7,876.5	-274.3	281.0	392.7	0.00	0.00	0.00
7,973.5	0.00	0.00	7,950.0	-274.3	281.0	392.7	0.00	0.00	0.00
Wasatch									
8,000.0	0.00	0.00	7,976.5	-274.3	281.0	392.7	0.00	0.00	0.00
8,100.0	0.00	0.00	8,076.5	-274.3	281.0	392.7	0.00	0.00	0.00
8,123.5	0.00	0.00	8,100.0	-274.3	281.0	392.7	0.00	0.00	0.00
CR 2									
8,200.0	0.00	0.00	8,176.5	-274.3	281.0	392.7	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

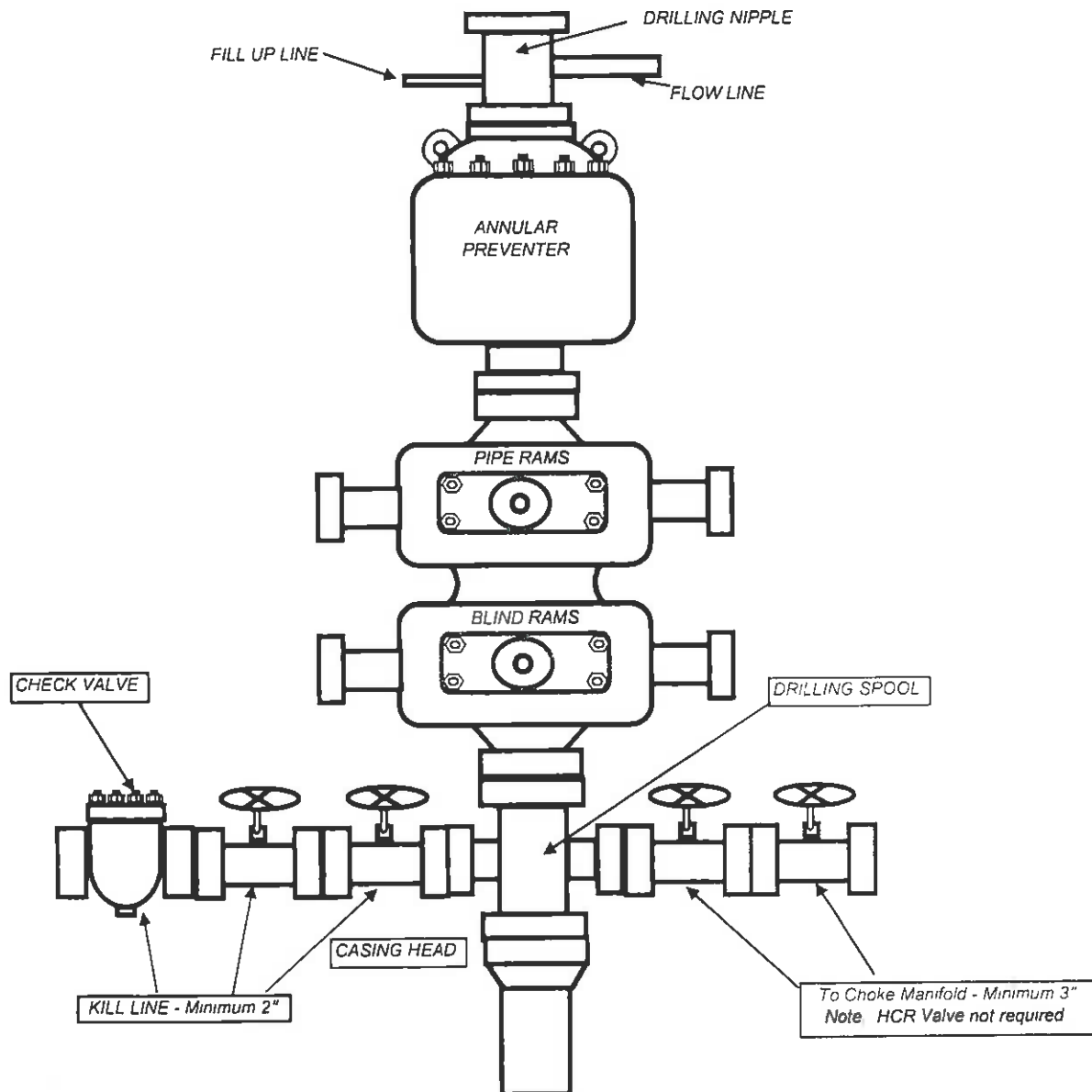
Database:	Compass	Local Co-ordinate Reference:	Well 3-29D-36 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6335.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6335.0ft (Original Well Elev)
Site:	3-29D-36 BTR	North Reference:	True
Well:	3-29D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-29D-36 BTR		
Design:	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
8,300.0	0.00	0.00	8,276.5	-274.3	281.0	392.7	0.00	0.00	0.00	
8,400.0	0.00	0.00	8,376.5	-274.3	281.0	392.7	0.00	0.00	0.00	
8,448.5	0.00	0.00	8,425.0	-274.3	281.0	392.7	0.00	0.00	0.00	
CR 3										
8,500.0	0.00	0.00	8,476.5	-274.3	281.0	392.7	0.00	0.00	0.00	
8,600.0	0.00	0.00	8,576.5	-274.3	281.0	392.7	0.00	0.00	0.00	
8,700.0	0.00	0.00	8,676.5	-274.3	281.0	392.7	0.00	0.00	0.00	
8,753.5	0.00	0.00	8,730.0	-274.3	281.0	392.7	0.00	0.00	0.00	
CR 4										
8,800.0	0.00	0.00	8,776.5	-274.3	281.0	392.7	0.00	0.00	0.00	
8,900.0	0.00	0.00	8,876.5	-274.3	281.0	392.7	0.00	0.00	0.00	
9,000.0	0.00	0.00	8,976.5	-274.3	281.0	392.7	0.00	0.00	0.00	
9,038.5	0.00	0.00	9,015.0	-274.3	281.0	392.7	0.00	0.00	0.00	
CR 4A										
9,100.0	0.00	0.00	9,076.5	-274.3	281.0	392.7	0.00	0.00	0.00	
9,193.5	0.00	0.00	9,170.0	-274.3	281.0	392.7	0.00	0.00	0.00	
CR 5										
9,200.0	0.00	0.00	9,176.5	-274.3	281.0	392.7	0.00	0.00	0.00	
9,300.0	0.00	0.00	9,276.5	-274.3	281.0	392.7	0.00	0.00	0.00	
9,338.5	0.00	0.00	9,315.0	-274.3	281.0	392.7	0.00	0.00	0.00	
3-29D-36 PBHL										

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
3,270.1	3,270.0	Green River		0.00		
4,216.3	4,210.0	Mahogany		0.00		
5,466.2	5,450.0	TGR3		0.00		
6,312.8	6,290.0	Douglas Creek		0.00		
6,703.5	6,680.0	3PT MKR		0.00		
7,018.5	6,995.0	Black Shale Facies		0.00		
7,168.5	7,145.0	Castle Peak		0.00		
7,503.5	7,480.0	Uteland Butte		0.00		
7,578.5	7,555.0	CR 1		0.00		
7,973.5	7,950.0	Wasatch		0.00		
8,123.5	8,100.0	CR 2		0.00		
8,448.5	8,425.0	CR 3		0.00		
8,753.5	8,730.0	CR 4		0.00		
9,038.5	9,015.0	CR 4A		0.00		
9,193.5	9,170.0	CR 5		0.00		

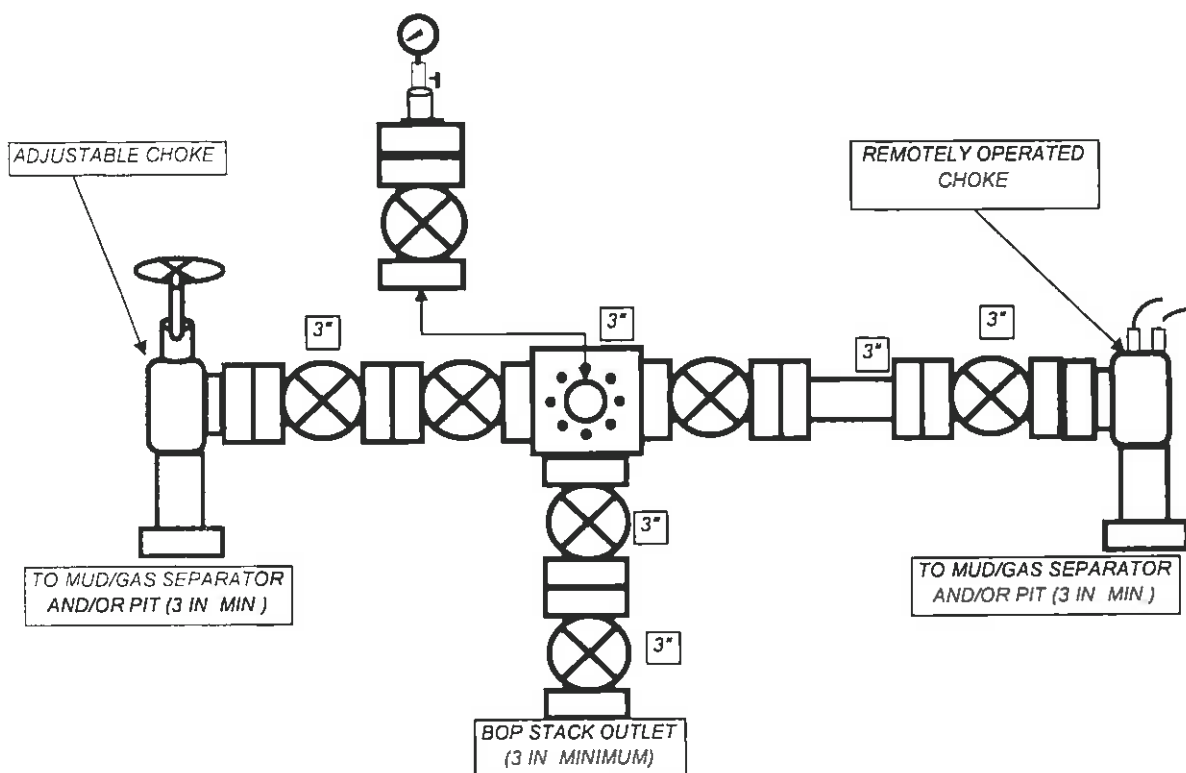
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





March 11, 2013

Ms. Diana Mason – Petroleum Technician
STATE OF UTAH DIVISION OF OIL, GAS AND MINING
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: **Exception Location - #3-29D-36 BTR – Blacktail Ridge Area**
Surface Location: 537' FNL, 1,700' FWL, NENW, Section 29-T3S-R6W
Bottom Location: 810' FNL, 1,980' FWL, NENW, Section 29-T3S-R6W
Duchesne County, Utah

Dear Ms. Mason,

Bill Barrett Corporation ("BBC") hereby submits an exception location letter in accordance with Oil & Gas Conservation Order #139-84, requesting an exception well location, supported by the following information:

- The location is within our Blacktail Ridge Area.
- This will allow for a more efficient drainage of the reservoir formation being targeted.
- The exception location is due to topography requirements and to minimize surface disturbance.
- BBC certifies that it is the working interest owner along with Crescent Point Energy U.S. Corp. (who also consent to this exception location request), and together we own 100% of the working interest within 660 feet of the proposed well location.
- Our rights are owned under an Exploration and Development Agreement with the Ute Indian Tribe and Ute Distribution Corporation which provides for the drilling of exploratory wells. This agreement provides that we consult with these owners regarding the drilling of this well.

Based on the information provided, BBC requests the Division grant this exception to the locating, siting and spacing requirements of Order #139-84. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

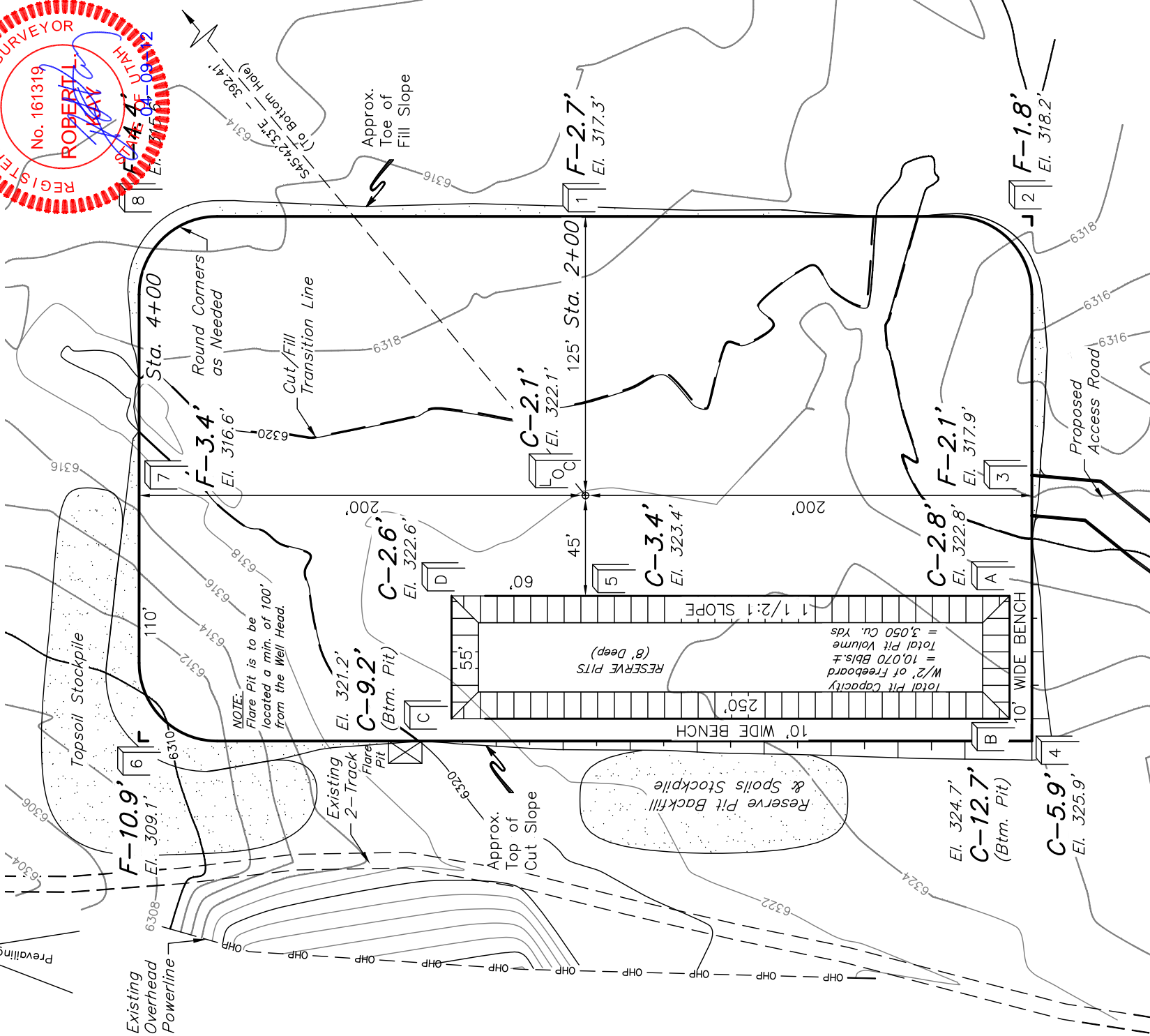
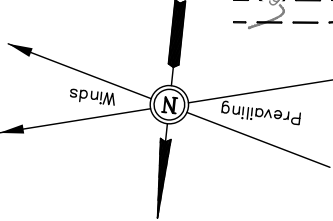
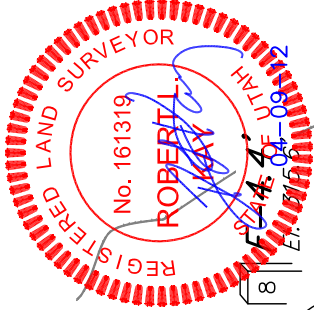
A handwritten signature in blue ink that reads 'David Watts' with a stylized flourish at the end.

David Watts
Landman
dwatts@billbarrettcorp.com

RECEIVED: August 23, 2012

BILL BARRETT CORPORATION
LOCATION LAYOUT FOR
#3-29D-36 BTR
SECTION 29, T3S, R6W, U.S.B.&M.
537' FNL 1700' FWL

FIGURE #1
SCALE: 1" = 60'
DATE: 04-04-12
DRAWN BY: K.O.

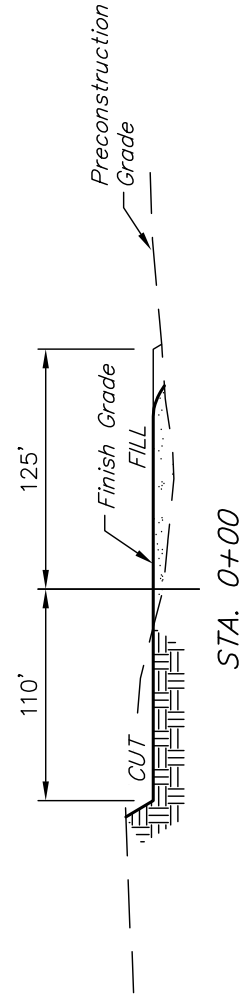
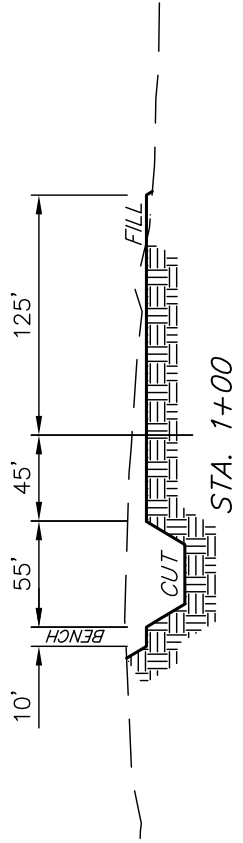
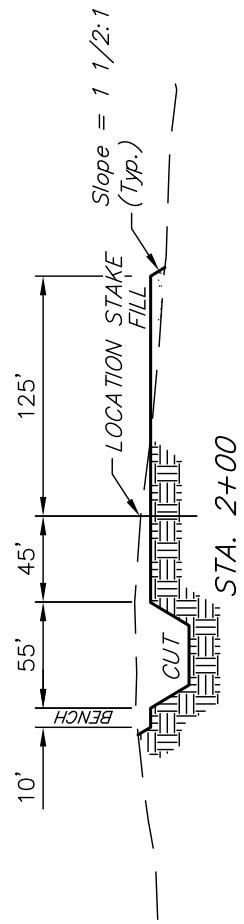
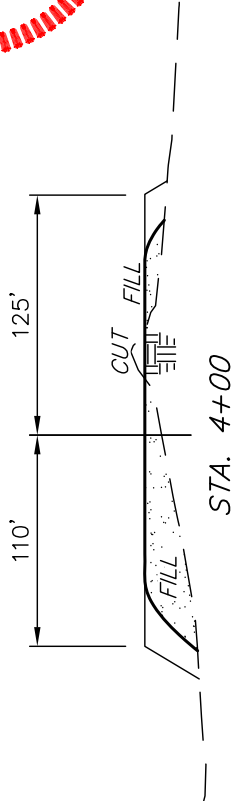
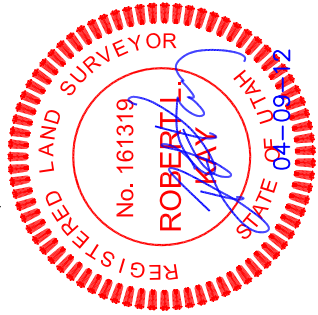


Elev. Ungraded Ground At Loc. Stake = **6322.1'**
FINISHED GRADE ELEV. AT LOC. STAKE = **6320.0'**
UNTAEH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

X-Section
Scale
1" = 100'
DATE: 04-04-12
DRAWN BY: K.O.

BILL BARRETT CORPORATION
TYPICAL CROSS SECTIONS FOR
#3-29D-36 BTR
SECTION 29, T3S, R6W, U.S.B.&M.
537' FNL 1700' FWL

FIGURE #2



NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES
WELL SITE DISTURBANCE = ± 2.944 ACRES
ACCESS ROAD DISTURBANCE = ± 1.486 ACRES
PIPELINE DISTURBANCE = ± 1.483 ACRES
TOTAL = ± 5.913 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	1,860 Cu. Yds.
Remaining Location	=	6,740 Cu. Yds.
TOTAL CUT	=	8,600 CU. YDS.
FILL	=	5,210 CU. YDS.

EXCESS MATERIAL	=	3,390 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	3,390 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION
TYPICAL RIG LAYOUT FOR
#3-29D-36 BTR
SECTION 29, T3S, R6W, U.S.B.&M.
537' FNL 1700' FWL



FIGURE #3

SCALE: 1" = 60'

DATE: 04-04-12

DRAWN BY: K.O.

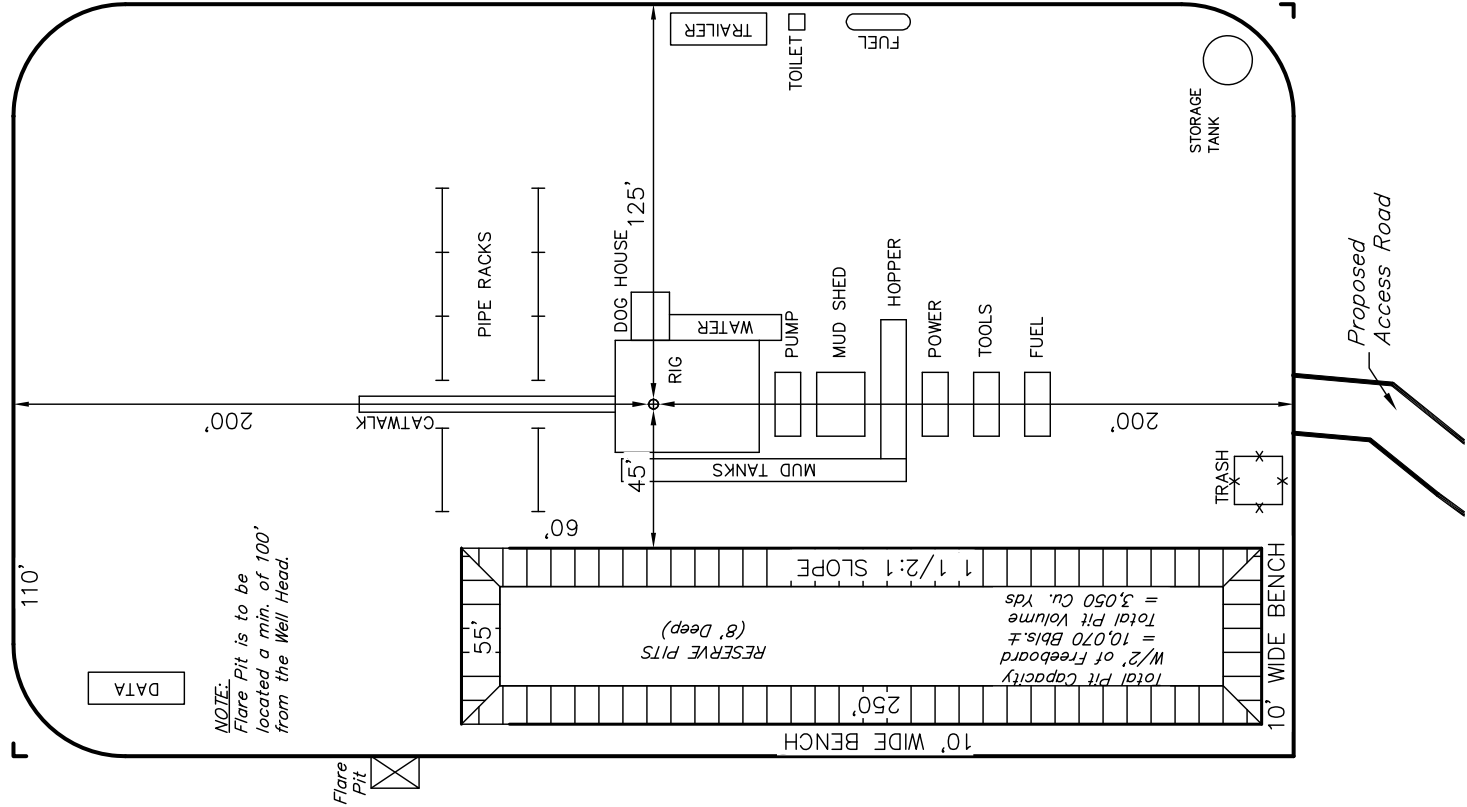
REGISTERED LAND SURVEYOR

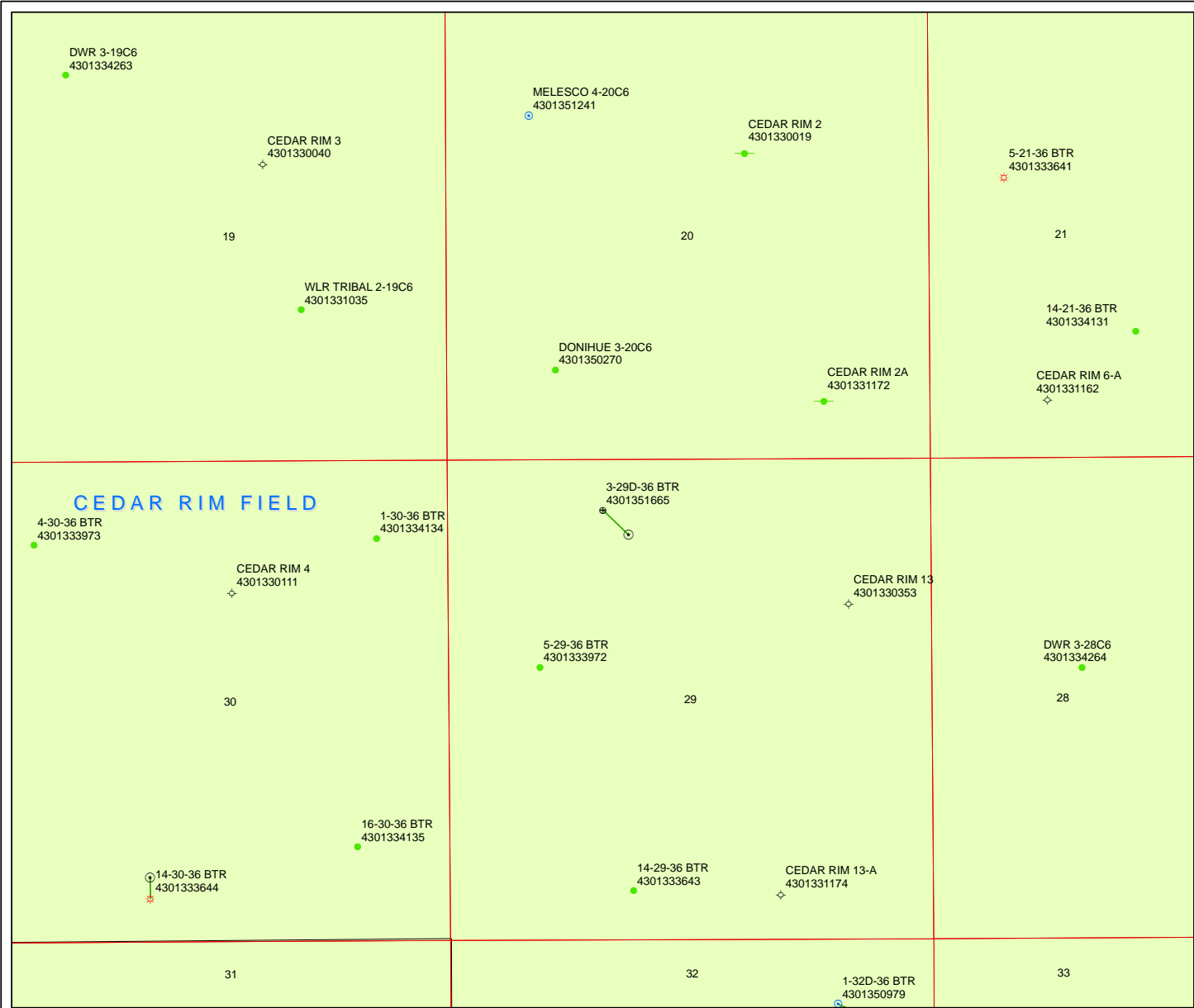
No. 161319

ROBERT L. HAY

STATE OF UTAH

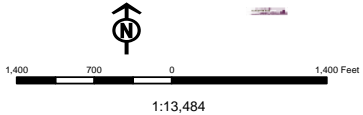
04-08-12





API Number: 4301351665
Well Name: 3-29D-36 BTR
Township T03.0S Range R06.0W Section 29
Meridian: UBM
Operator: BILL BARRETT CORP
Map Prepared:
Map Produced by Diana Mason

- | | |
|---------------|------------------------------------|
| Units | Wells Query |
| STATUS | Status |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LOC - New Location |
| PI OIL | OPS - Operation Suspended |
| PP GAS | PA - Plugged Abandoned |
| PP GEOTHERM | PGW - Producing Gas Well |
| PP OIL | POW - Producing Oil Well |
| SECONDARY | SGW - Shut-in Gas Well |
| TERMINATED | SOW - Shut-in Oil Well |
| Fields | TA - Temp. Abandoned |
| STATUS | TW - Test Well |
| Unknown | WDW - Water Disposal |
| ABANDONED | WW - Water Injection Well |
| ACTIVE | WSW - Water Supply Well |
| COMBINED | Bottom Hole Location - Oil/Gas/Dib |
| INACTIVE | |
| STORAGE | |
| TERMINATED | |





GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Wildlife Resources

GREGORY SHEEHAN
Division Director

March 1, 2013

Bill Barrett Corporation
Attn Don Hamilton, Contractor
1099 18th Street, Suite 2300
Denver, CO 80202

To Whom It May Concern:

The Utah Division of Wildlife Resources ("DWR") has received a right-of-way easement application from your company for the Phase 11 Development, located in Sections 29 and 30, Township 3 South, Range 6 West, USBM (Tabby Mountain WMA), Sections 23, 26, 27, and 34, Township 4 South, Range 6 West, USBM (Avintaquin WMA), Sections 3 and 6, Township 5 South, Range 6 West USBM (Avintaquin WMA); and Sections 34, 35, and 36, Township 4 South, Range 5 West, USBM (Cottonwood WMA), and comprised of the following infrastructure:

- 3-29D-36 BTR Wellpad, Access Road, Pipeline, and Powerline Corridor
- LC Fee 7-30-46 Access Road and Pipeline Corridor
- LC Tribal 16-34D-46 / 13H-34-46 Powerline Corridor
- LC Tribal 16-26D-46 / 13H-26-46 Powerline Corridor
- LC Tribal 8-23D-46 / 5H-23-46 Powerline Corridor
- LC Tribal 5-36D-45 / 8H-36-45 Powerline Corridor
- LC Tribal 16-35D-45 / 13H-35-45 Powerline Corridor
- LC Tribal 16H-27-46 Powerline Corridor
- LC Tribal 16-36D-45 / 13H-36-45 Powerline Corridor
- LC Tribal 5-35D-45 / 8H-35-45 Powerline Corridor
- LC Tribal 5-24D-46 / 8H-24-46 Powerline Corridor
- 5-34-46 DLB Powerline Corridor
- LC Tribal 13H-21-46 Powerline Corridor
- 7-28-46 DLB Powerline Corridor
- LC Tribal 13H-33-46 Powerline Corridor
- LC Tribal 1H-27-46 Powerline Corridor
- 14-34-46 DLB Powerline Corridor
- LC Tribal 8-26D-46 / 5H-26-46 Powerline Corridor

Your application has been assigned a DWR project number of DUCH-1209EA-0312. As you are aware, the properties recited above were purchased in part using U.S. Fish and Wildlife Service funds, and as such, DWR must receive the Service's approval prior to executing



Page 2

March 1, 2013

Subject: DUCH-1209EA-0312, Bill Barrett Corporation's Phase 11 Project

the requested easement. DWR has conditionally approved your application, and all necessary compliance documentation has been submitted in order to complete the Service's consultation process. We expect the Service to approve our request and will notify you as soon as we receive their response. Thank you for your patience and cooperation in this matter.

Sincerely,

 ACTING DIRECTOR

Gregory Sheehan
Director, Wildlife Resources

Sender's Initials/typist's initials

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 3-29D-36 BTR
API Number 43013516650000 **APD No** 6703 **Field/Unit** CEDAR RIM
Location: 1/4,1/4 NENW **Sec** 29 **Tw** 3.0S **Rng** 6.0W 537 FNL 1700 FWL
GPS Coord (UTM) 534857 4449652 **Surface Owner** UDWR

Participants

Amy Ackman (archeologist), Don Hamilton (permit contractor), Zack Garner and Roger Mitchell (BBC), Trevor Anderson (surveyor), Ben Williams (DWR), James Hereford (BLM), Davie Stokes (t & e species)

Regional/Local Setting & Topography

This location sits atop a long narrow ridge which runs east and west. To the south there is a steep slope to a fairly deep draw. The north the slope is more gentle to a large drainage. The ridge top is shared by a large power transmission line. Starvation Reservoir approximately 4 miles to the east.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.4	Width 235 Length 400	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Grasses, sage, some pinion and juniper but much of the p-j has been cleared, prickly pear, 4 wing

Der and elk winter range

Rattle snakes seen on this proposed location during the onsite.

Soil Type and Characteristics

Sandy loam soil, exposed rock ledges

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? N

Berm Required? Y

steep slope to draw on south

Erosion Sedimentation Control Required? N

Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? Y Cultural Resources? Y

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)

Distance to Surface Water (feet)

Dist. Nearest Municipal Well (ft)

Distance to Other Wells (feet)

Native Soil Type

Fluid Type

Drill Cuttings

Annual Precipitation (inches)

Affected Populations

Presence Nearby Utility Conduits

Final Score

Sensitivity Level

Characteristics / Requirements

The reserve pit as proposed is 250ft by 55ft by 8ft deep and is to be placed in a cut stable location. Zack Garner of Bill Barrett Corporation stated that a minimum 16 mil liner and felt subliner will be used and that typically a 20 mil liner is used for all reserve pits. This appears to be adequate for this location.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 16 Pit Underlayment Required? Y

Other Observations / Comments

Richard Powell

Evaluator

8/30/2012

Date / Time

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6703	43013516650000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	UDWR	
Well Name	3-29D-36 BTR		Unit		
Field	CEDAR RIM		Type of Work	DRILL	
Location	NENW 29 3S 6W U 537 FNL (UTM) 534862E 4449649N		1700 FWL	GPS Coord	

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill
APD Evaluator

9/20/2012
Date / Time

Surface Statement of Basis

This proposed well site is on Utah DWR surface with tribal minerals. DWR representative Ben Williams was in attendance and stated that this surface area is important deer and elk winter range and for this reason Mr. Williams requested a construction closure from December 1st to April 15th. James Hereford of the BLM requested that the road access be moved 20 feet to the south to accommodate more interim reclamation and Zack Garner of Bill Barrett Corp. agreed to this. Zack Garner stated that a 20 mil liner would likely be used but agreed that no less than a 16 mil would be used. There is a large electric power transmission line along the north side of the location. According to surveyor Trevor Anderson the well is outside the power line right of way. According to archeologist Amy Ackman there is a arch site just off the access road and stated that an avoidance fence would be required during pipeline and road construction. Zack Garner agreed to this. This appears to be a good site for placement of this well.

Richard Powell
Onsite Evaluator

8/30/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 8/23/2012

API NO. ASSIGNED: 43013516650000

WELL NAME: 3-29D-36 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NENW 29 030S 060W

Permit Tech Review: ☒

SURFACE: 0537 FNL 1700 FWL

Engineering Review: ☐

BOTTOM: 0810 FNL 1980 FWL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.19651

LONGITUDE: -110.59041

UTM SURF EASTINGS: 534862.00

NORTHINGS: 4449649.00

FIELD NAME: CEDAR RIM

LEASE TYPE: 2 - Indian

LEASE NUMBER: 1420H626199

PROPOSED PRODUCING FORMATION(S): GREEN RIVER(LWR)-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

☒ PLAT☒ Bond: INDIAN - LPM8874725☐ Potash☐ Oil Shale 190-5☐ Oil Shale 190-3☐ Oil Shale 190-13☒ Water Permit: 43-180☐ RDCC Review:☐ Fee Surface Agreement☐ Intent to Commingle

Commingle Approved

LOCATION AND SITING:

☐ R649-2-3.

Unit:

☐ R649-3-2. General☐ R649-3-3. Exception☒ Drilling Unit

Board Cause No: Cause 139-84

Effective Date: 12/31/2008

Siting: 660' Fr Drl U Bdry & 1320' Fr Other Wells

☒ R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
5 - Statement of Basis - bhll
15 - Directional - dmason

RECEIVED: March 12, 2013



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 3-29D-36 BTR
API Well Number: 43013516650000
Lease Number: 1420H626199
Surface Owner: FEE (PRIVATE)
Approval Date: 3/12/2013

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER(LWR)-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626199
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 3-29D-36 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0537 FNL 1700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 29 Township: 03.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013516650000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: CEDAR RIM
COUNTY: DUCHESNE		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/1/2015	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SPUD REPORT Date of Spud:	
<input type="checkbox"/> DRILLING REPORT Report Date:	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby requests a one year extension of the subject APD.

Approved by the
January 22, 2015
Oil, Gas and Mining

Date: _____

By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 1/21/2015	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013516650000

API: 43013516650000

Well Name: 3-29D-36 BTR

Location: 0537 FNL 1700 FWL QTR NENW SEC 29 TWNP 030S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 3/12/2013

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Venessa Langmacher

Date: 1/21/2015

Title: Senior Permit Analyst **Representing:** BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626199
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 3-29D-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013516650000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0537 FNL 1700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 29 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.


CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/12/2017	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby request a one year extension for APD to 03/12/2017.

Approved by the
January 05, 2016
Oil, Gas and Mining

Date: _____
By: 

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 1/4/2016



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013516650000

API: 43013516650000

Well Name: 3-29D-36 BTR

Location: 0537 FNL 1700 FWL QTR NENW SEC 29 TWNP 030S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 3/12/2013

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 1/4/2016

Title: Permit Analyst Representing: BILL BARRETT CORP

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

NOV 03 2015

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010**SUNDRY NOTICES AND REPORTS ON WELLS**
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

BLM

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		8. Well Name and No. 3-29D-36 BTR
2. Name of Operator BILL BARRETT CORPORATION		9. API Well No. 43-013-51665-00-X1
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		10. Field and Pool, or Exploratory CEDAR RIM
3b. Phone No. (include area code) Ph: 303-312-8115		11. County or Parish, and State DUCHESNE COUNTY, UT
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 29 T3S R6W NENW 537FNL 1700FEL 40.196522 N Lat, 110.590492 W Lon		

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	Change to Original APD
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is hereby requesting a two year extension for this APD until 1/30/2018

APD - 1/30/18

RECEIVED

DEC 18 2015

CONDITIONS OF APPROVAL ATTACHED DIV. OF OIL, GAS & MINING

VERNAL FIELD OFFICE
ENG. <u>RAH 11/24/15</u>
GEOL. _____
E.S. _____
PET. _____
RECL. _____

14. I hereby certify that the foregoing is true and correct.	
Electronic Submission #322284 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 11/06/2015 (16JM0051SE)	
Name (Printed/Typed) BRADY RILEY	Title PERMIT ANALYST
Signature (Electronic Submission)	Date 11/03/2015

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By <u>[Signature]</u>	Title Assistant Field Manager Lands & Mineral Resources	Date NOV 30 2015
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		
Office VERNAL FIELD OFFICE		

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED**

UDOGM

Revisions to Operator-Submitted EC Data for Sundry Notice #322284

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	1420H626199	1420H625608
Agreement:		
Operator:	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-293-9100	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.312.8546
Admin Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115
Tech Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115
Location:		
State:	UT	UT
County:	DUCHESNE	DUCHESNE
Field/Pool:	CEDAR RIM	CEDAR RIM
Well/Facility:	3-29D-36 BTR Sec 29 T3S R6W Mer UBM NENW 537FNL 1700FWL	3-29D-36 BTR Sec 29 T3S R6W NENW 537FNL 1700FEL 40.196522 N Lat, 110.590492 W Lon

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent APD Extension

Lease: 1420H625608
Well: 3-29D-36 BTR
Location: SENW Sec 2-T4S-R5W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on 01/30/2018.
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Robin L Hansen of this office at (435) 781-2777

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone: (801) 683-4245
Fax: (801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:
(see attached well list)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:
(see attached well list)

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL

OIL WELL ☒

GAS WELL ☐

OTHER

2. NAME OF OPERATOR:

RIG II, LLC

N4055

3. ADDRESS OF OPERATOR:

1582 West 2600 South

CITY Wood Cross

STATE UT

ZIP 84087

PHONE NUMBER:

(801) 683-4245

4. LOCATION OF WELL

FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

TYPE OF ACTION

☒ NOTICE OF INTENT
(Submit in Duplicate)

Approximate date work will start:

11/1/2016

☐ SUBSEQUENT REPORT
(Submit Original Form Only)

Date of work completion:

☐ ACIDIZE

☐ ALTER CASING

☐ CASING REPAIR

☐ CHANGE TO PREVIOUS PLANS

☐ CHANGE TUBING

☐ CHANGE WELL NAME

☐ CHANGE WELL STATUS

☐ COMINGLE PRODUCING FORMATIONS

☐ CONVERT WELL TYPE

☐ DEEPEN

☐ FRACTURE TREAT

☐ NEW CONSTRUCTION

☒ OPERATOR CHANGE

☐ PLUG AND ABANDON

☐ PLUG BACK

☐ PRODUCTION (START/RESUME)

☐ RECLAMATION OF WELL SITE

☐ RECOMPLETE - DIFFERENT FORMATION

☐ REPERFORATE CURRENT FORMATION

☐ SIDETRACK TO REPAIR WELL

☐ TEMPORARILY ABANDON

☐ TUBING REPAIR

☐ VENT OR FLARE

☐ WATER DISPOSAL

☐ WATER SHUT-OFF

☐ OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC

1582 West 2600 South

Woods Cross, Utah 84087-0298

801-683-4245

(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N4165

Duane Zavala

NAME (PLEASE PRINT)

Duane Zavala

SIGNATURE

Senior Vice President -

EH&S, Government and Regulatory Affairs

RIG II, LLC

Jesse McSwain

NAME (PLEASE PRINT)

Jesse McSwain

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain

TITLE Manager

SIGNATURE

Jesse McSwain

DATE

10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

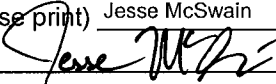
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA</small>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager
Signature  Date 10/20/16
Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

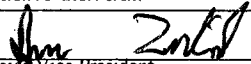
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

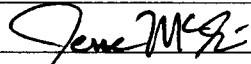
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

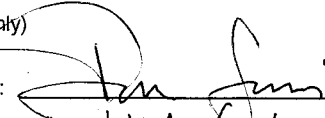
CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadii</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

UIC FORM 5

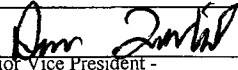
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

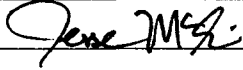
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:


Name: Duane Zavadi
Signature: 
Title: Senior Vice President -
EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

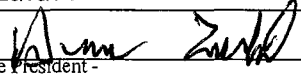
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

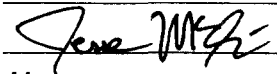
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadi</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President - EH&S, Government and Regulatory Affairs</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*